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Counsel for The Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
Delphi Corporation, <u>et al.</u> ,)	Case No. 05-44481 (RDD)
)	
Debtors.)	
)	Jointly Administered
)	

**AFFIDAVIT IN SUPPORT OF EX PARTE MOTION FOR AN ORDER
AUTHORIZING THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS TO FILE UNDER SEAL EXHIBITS TO THE COMMITTEE'S
MOTION FOR AN ORDER AUTHORIZING IT TO PROSECUTE THE
DEBTORS' CLAIMS AND DEFENSES AGAINST GENERAL MOTORS
CORPORATION AND CERTAIN FORMER OFFICERS OF THE DEBTORS**

CITY OF NEW YORK)
) ss:
STATE OF NEW YORK)

Mark A. Broude being duly sworn, deposes and says:

1. I am an attorney admitted to practice before this Court and a partner of Latham & Watkins LLP, counsel for the Official Committee of Unsecured Creditors (the "Committee") appointed in the chapter 11 cases of Delphi Corporation ("Delphi") and certain of its affiliates (collectively, the "Debtors").

2. I submit this affidavit in support of the Committee's Ex Parte Motion for an Order Authorizing the Official Committee of Unsecured Creditors to File Under Seal Exhibits to the Committee's Motion for an Order Authorizing it to Prosecute the Debtors' Claims and Defenses Against General Motors Corporation and Certain Former Officers of the Debtors.

3. The Committee will file a Motion for an Order Authorizing the Committee to Prosecute the Debtors' Claims and Defenses Against General Motors Corporation and Certain Former Officers of the Debtors (the "Motion for Authority"). In the Motion for Authority, the Committee will be seeking authority in its discretion to file, serve and prosecute on behalf of the Debtors' estates certain claims against General Motors Corporation ("GM") and certain former officers of the Debtors (collectively, the "Defendants") and certain defenses that the estates may have to claims asserted by the Defendants (collectively, the "Claims and Defenses"), as well as all other rights and remedies of the estates against the Defendants arising from or related to the Claims and Defenses.

4. In support of the Motion for Authority, the Committee will attach the following two documents to the motion as exhibits: (a) a letter (the "Demand Letter") the Committee sent to the Debtors on May 11, 2006, describing and formally requesting that the Debtors pursue certain affirmative Claims and Defenses against GM or consent to the Committee's pursuit of them on their behalf and (b) a draft complaint (the "Complaint") setting forth the affirmative Claims and Defenses against GM described in the Demand Letter, as well as additional affirmative Claims and Defenses against certain of the Debtors' former officers.

5. As the Motion for Authority shall make clear, the purpose of the requested authority is not actually to file the Complaint at this time. Rather, the purpose of the relief requested is to ensure that the Committee, on behalf of all of the Debtors' unsecured creditors,

has a seat at the table in the negotiations that are currently taking place between the Debtors and GM with respect to GM's contributions to, and claims in respect of, the Debtors'

"transformation." Having this seat is essential to accomplish what both the Committee and GM have stated to be their preferred outcome of those negotiations – a global settlement among GM, the Debtors and the Committee. This goal is apparently not shared by the Debtors, who have to date been excluding the Committee from all negotiations with GM, while reaching piecemeal agreements with GM under which the Debtors have been agreeing to allow certain GM claims and to waive defenses to other GM claims. The current path down which the Debtors are taking the negotiations with GM will almost certainly lead to a protracted and potentially damaging litigation with the Committee; on the other hand, if the Committee is granted the relief requested in the Motion for Authority and is given a seat at the table, the Committee firmly believes that the result will be accelerated negotiations with a substantially greater opportunity for a mutually acceptable result.

6. In researching and preparing the Complaint, the Committee used, and the Complaint and Demand Letter contain, information produced by the Debtors relating to ongoing investigations of the Debtors, including investigations by the Securities and Exchange Commission. That information is confidential and was provided to the Committee pursuant to the terms of a Joint Interest Agreement between the Debtors and the Committee that was previously approved by this Court (the "Debtors' Confidential Information"). Furthermore, the Demand Letter and the Complaint reflect the results of research conducted by the Committee's professionals. This research is both based on the Debtors' Confidential Information as well as reflective of the Committee's own confidential investigations and analyses (the "Committee's Confidential Information" and, together with the Debtors' Confidential Information, collectively

the “Confidential Information”). If the Confidential Information were made public, it could harm both the Debtors and the Committee. Additionally, making all of the allegations and claims asserted in the Complaint public could well have a damaging effect on the negotiations with GM that the Motion for Authority is in fact intended to foster.

I declare under penalty of perjury that the foregoing is true and correct.

/s/ Mark A. Broude

Mark A. Broude

Sworn to before me on this
27th day of July, 2006

/s/ Sarita Chalen

Notary Public

Sarita Chalen
Notary Public, State of New York
No. 01CH6028175
Qualified in Bronx County
Commission Expires July 29, 2009